

FHFA v. Nomura Holding America, Inc.
et al. 11cv. 6201 (DLC)

EXECUTION COPY

AGREEMENT AS TO APPELLATE ATTORNEYS' FEES

This Agreement as to Appellate Attorneys' Fees ("Appellate Fees Agreement") is entered into as of August 29, 2018, by and between (i) the Federal Housing Finance Agency ("FHFA" or "Plaintiff"), as Conservator for the Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae," and together with Freddie Mac, the "GSEs," and each a "GSE"), on the one hand, and (ii) Nomura Holding America Inc., Nomura Asset Acceptance Corporation, Nomura Home Equity Loan, Inc., Nomura Credit & Capital, Inc., Nomura Securities International, Inc., David Findlay, John McCarthy, John P. Graham, Nathan Gorin, N. Dante LaRocca and RBS Securities Inc. (collectively, "Defendants," and together with Plaintiff, the "Parties"), on the other.

WHEREAS, on September 2, 2011, FHFA commenced an action against Defendants, in the United States District Court for the Southern District of New York (the "District Court"), captioned *FHFA v. Nomura Holding America Inc., et al.*, No. 11-cv-6201, and that action resulted in appellate proceedings in the United States Court of Appeals for the Second Circuit, captioned *FHFA v. Nomura Holding America Inc. et al.*, Nos. 15-1872-cv, 15-1874-cv, and petitions for *certiorari* in the Supreme Court of the United States, captioned *Findlay et al. v. FHFA*, No. 17-1300, and *Nomura Securities International, Inc.; RBS Securities Inc. v. FHFA*, No. 17-1302 (all proceedings in this paragraph collectively, the "Action");

WHEREAS, on May 15, 2015, the District Court entered judgment (the "Judgment") in favor of Plaintiff in the Action;

WHEREAS, on August 26, 2015, the Parties entered into a Consent Judgment concerning attorneys' fees and costs in the Action incurred through that date;

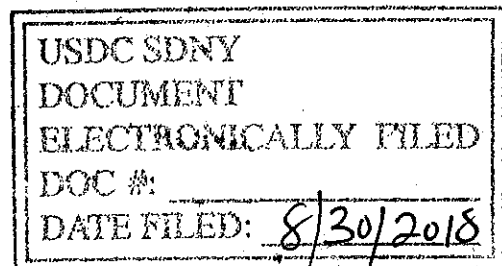
WHEREAS, the Judgment and Consent Judgment have been fully satisfied;

WHEREAS, Plaintiff contends that it is entitled to recover attorneys' fees incurred in the period after August 26, 2015, in the Action; and


WHEREAS, Defendants dispute that Plaintiff is entitled to recover attorneys' fees incurred after August 26, 2015, in the Action;

NOW, THEREFORE, for good and valid consideration, the receipt and sufficiency of which is hereby acknowledged, Plaintiff and Defendants herein agree to resolve their dispute as follows:

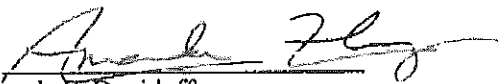
1. Payment. Defendants agree to pay Freddie Mac and Fannie Mae collectively, in accordance with FHFA's written wire instructions, \$1,600,000 to resolve all claims by Plaintiff or the GSEs for attorneys' fees, costs, non-taxable costs, disbursements or other expenses incurred in connection with the Action after August 26, 2015. This payment shall be made on or before September 7, 2018, with \$800,000 to each GSE.




IN WITNESS WHEREOF, the parties execute this Appellate Fees Agreement, by their counsel designated below, as of the date first above referenced with the intent to be bound by its terms and conditions.

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